

Thomas R. Slome, Esq.  
Jil Mazer-Marino, Esq.  
MEYER, SUOZZI, ENGLISH & KLEIN, P.C.  
990 Stewart Avenue, Suite 300  
P.O. Box 9194  
Garden City, New York 11530-9194  
Telephone: (516) 741-6565  
Facsimile: (516) 741-6706

and

Russell R. Johnson III, Esq.  
John M. Merritt, Esq.  
Law Firm Of Russell R. Johnson III, PLC  
2258 Wheatlands Drive  
Manakin-Sabot, Virginia 23103  
Telephone: (804) 749-8861  
Facsimile: (804) 749-8862

*Co-Counsel for The Commonwealth Edison Company and PECO Energy Company*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X		
	:	
<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>GENERAL MOTORS CORP., et al.,</b>	:	<b>Case No. 09-50026 (REG)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
-----X		

**JOINDER OF THE COMMONWEALTH EDISON COMPANY AND PECO ENERGY  
COMPANY TO OBJECTION OF CERTAIN UTILITY COMPANIES TO MOTION OF  
DEBTORS FOR ENTRY OF ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 366 (I)  
APPROVING DEBTORS' PROPOSED FORM OF ADEQUATE ASSURANCE OF  
PAYMENT, (II) ESTABLISHING PROCEDURES FOR RESOLVING OBJECTIONS BY  
UTILITY COMPANIES, AND (III) PROHIBITING UTILITIES FROM ALTERING,  
REFUSING, OR DISCONTINUING SERVICE**

**TO THE HONORABLE JUDGE ROBERT GERBER,  
UNITED STATES BANKRUPTCY JUDGE:**

The Commonwealth Edison Company (“ComEd”) and PECO Energy Company (“PECO”), by their undersigned counsel, hereby join in the *Objection Of Certain Utility Companies To Motion Of Debtors For Entry Of Order Pursuant To 11 U.S.C. §§ 105(a) And 366 (I) Approving Debtors’ Proposed Form Of Adequate Assurance Of Payment, (II) Establishing Procedures For Resolving Objections By Utility Companies, And (III) Prohibiting Utilities From Altering, Refusing, Or Discontinuing Service* (the “Objection”) [Docket No. 915], and set forth the following:

#### **Introduction**

1. ComEd and PECO adopt and incorporate by reference herein the Introduction section set forth in the Objection.

#### **Procedural Facts**

2. ComEd and PECO adopt and incorporate by reference herein the Procedural Facts section set forth in the Objection.

#### **Facts**

3. ComEd and PECO adopt and incorporate by reference herein the facts set forth in the Objection.

#### **Facts Concerning ComEd and PECO**

4. ComEd and PECO provided the Debtors with utility goods and services prior to the petition date of June 1, 2009.

5. ComEd and PECO continue to provide post-petition utility goods and services to the Debtors at the Debtors’ accounts that are listed on the charts attached hereto as **Exhibits A and B**.

6. In order to avoid the need to bring witnesses and have lengthy testimony regarding ComEd and PECO's regulated billing cycles, ComEd and PECO also request that this Court, pursuant to Rule 201 of the Federal Rules of Evidence, take judicial notice of their billing cycles. Pursuant to the foregoing request and based on the voluminous size of the applicable documents, ComEd and PECO are providing the following web site links to their tariffs and/or state laws, regulations and/or ordinances:

A. ComEd:

[http://www.exeloncorp.com/ourcompanies/comed/comedbiz/energy\\_rates/our\\_rates\\_and\\_prices.htm](http://www.exeloncorp.com/ourcompanies/comed/comedbiz/energy_rates/our_rates_and_prices.htm)

B. PECO:

Electric Tariffs Link:

[http://www.exeloncorp.com/NR/rdonlyres/71890D18-6BF8-4F13-A998-298A22A4D995/6501/s86\\_complete\\_0101091.pdf](http://www.exeloncorp.com/NR/rdonlyres/71890D18-6BF8-4F13-A998-298A22A4D995/6501/s86_complete_0101091.pdf)

Gas Tariffs Link:

<http://www.exeloncorp.com/NR/rdonlyres/71890D18-6BF8-4F13-A998-298A22A4D995/6503/s80STAS1.pdf>

7. Subject to a reservation of ComEd and PECO's rights to supplement their post-petition deposit requests if additional accounts belonging to the Debtors are subsequently identified, ComEd and PECO's post-petition deposit requests are currently as follows (the "Requests"):

<b><u>Utility</u></b>	<b><u>No. of Accts.</u></b>	<b><u>Prepet. Debt Est.</u></b>	<b><u>Dep. Request</u></b>
ComEd	2	\$3,791.00	\$15,745.00 (2-month)
PECO	2	\$67,600.00	\$146,000.00 (2-month)

**Discussion**

8. ComEd and PECO adopt and incorporate by reference herein the legal and factual arguments set forth in the Discussion Section of the Objection.

**WHEREFORE**, and for the foregoing reasons, ComEd and PECO respectfully request that this Court enter an order:

- (I) Denying the Utility Motion;
- (II) Awarding ComEd and PECO with post-petition adequate assurance of payment pursuant to Section 366 in an amount equal to the deposit requests set forth herein; and,
- (III) Providing such other and further relief as the Court deems just and proper.

Dated: Garden City, New York  
June 17, 2009

MEYER, SUOZZI, ENGLISH & KLEIN, P.C.

By: /s/ Jil Mazer-Marino  
Thomas R. Slome (TS-0957)  
Jil Mazer-Marino (JM-6470)

990 Stewart Avenue  
Suite 300  
P.O. Box 9194  
Garden City, New York 11530-9194  
Telephone: (516) 741-6565  
Facsimile: (516) 741-6706

And

Russell R. Johnson III, Esq.  
John M. Merritt, Esq.  
LAW FIRM OF RUSSELL R. JOHNSON III, PLC  
2258 Wheatlands Drive  
Manakin-Sabot, Virginia 23103  
Telephone: (804) 749-8861  
Facsimile: (804) 749-8862

*Co-Counsel for The Commonwealth Edison Company and  
PECO Energy Company*